SUPREME COURT, U.S.
MAY 28 1993

No. 92-1622

In the Supreme Court of the United States

OCTOBER TERM, 1992

EDWIN R. O'NEILL, ET AL., PETITIONERS

v.

NATIONAL LABOR RELATIONS BOARD, ET AL.

ON PETITION FOR A WRIT OF CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE NINTH CIRCUIT

BRIEF FOR THE NATIONAL LABOR RELATIONS BOARD IN OPPOSITION

WILLIAM C. BRYSON
Acting Solicitor General
Department of Justice
Washington, D.C. 20530
(202) 514-2217

JERRY M. HUNTER
General Counsel

YVONNE T. DIXON
Acting Deputy General Counsel

NICHOLAS E. KARATINOS
Acting Associate General Counsel

NORTON J. COME
Deputy Associate General Counsel

LINDA SHER
Assistant General Counsel

JOHN EMAD ARBAB
Attorney
National Labor Relations Board
Washington, D.C. 20570

QUESTION PRESENTED

Following financial difficulties and unsuccessful attempts to negotiate economic concessions with unions representing their employees, petitioners closed a meat processing plant. Four newly formed companies reopened the plant approximately three weeks later and operated it on a non-union basis. The question presented is whether substantial evidence supported the National Labor Relations Board's determination that those companies were alter egos of petitioners and thus subject to petitioners' labor law obligations.

TABLE OF CONTENTS

	Page
Opinions below	1
Jurisdiction	1
Statement	2
Argument	6
Conclusion	13

TABLE OF AUTHORITIES

Cases:

A. Dariano & Sons, Inc. v. *District Council of Painters No. 33*, 869 F.2d 514 (9th Cir. 1989)	9
Advance Electric, Inc., 268 N.L.R.B. 1001 (1984)	9
Amalgamated Meat Cutters v. *NLRB*, 663 F.2d 223 (D.C. Cir. 1980)	11
American Pac. Concrete Pipe Co., 262 N.L.R.B. 1223 (1982)	10
Carpenters Local Union No. 1846 v. *Pratt-Farnsworth, Inc.*, 690 F.2d 489 (5th Cir. 1982)	9
Central States Pension Fund v. *Sloan*, 902 F.2d 593 (7th Cir. 1990)	10
District 23, United Mine Workers (Kentucky Lake Dock Co.), 271 N.L.R.B. 461 (1984)	10
Fugazy Continental Corp. v. *NLRB*, 725 F.2d 1416 (D.C. Cir. 1984)	10, 11
Gateway Structures, Inc. v. *Carpenters 46 N. Cal. Counties Conf. Bd.*, 779 F.2d 485 (9th Cir. 1985)	9
Goodman Piping Products, Inc. v. *NLRB*, 741 F.2d 10 (2d Cir. 1984)	10
Howard Johnson Co. v. *Detroit Local Joint Executive Bd.*, 417 U.S. 249 (1974)	7, 8, 11, 12
J.M. Tanaka Constr., Inc. v. *NLRB*, 675 F.2d 1029 (9th Cir. 1982)	10, 12
MIS, Inc., 289 N.L.R.B. 491 (1988)	10

Cases—Continued: Page

NLRB v. *Al Bryant, Inc.*, 711 F.2d 543 (3d Cir. 1983) 9
NLRB v. *Allcoast Transfer, Inc.*, 780 F.2d 576 (6th Cir. 1986) 9-10
NLRB v. *Big Bear Supermarkets*, 640 F.2d 924 (9th Cir. 1980), cert. denied, 449 U.S. 919 (1980) 9
NLRB v. *Campbell-Harris Elec. Co., Inc.*, 719 F.2d 292 (8th Cir. 1983) 11
NLRB v. *Deena Artware, Inc.*, 361 U.S. 398 (1960) 8
NLRB v. *McAllister Bros., Inc.*, 819 F.2d 439 (4th Cir. 1987) 10
NLRB v. *Omnitest Inspection Servs., Inc.*, 937 F.2d 112 (3d Cir. 1991) 10
NLRB v. *Tricor Prods., Inc.*, 636 F.2d 266 (10th Cir. (1980) 10
O. Voorhees Painting Co., 275 N.L.R.B. 779 (1985) 10
Radio & Television Broadcast Technicians Local Union 1264 v. *Broadcast Serv. of Mobile, Inc.*, 380 U.S. 255 (1965) 9
Southport Petroleum Co. v. *NLRB*, 315 U.S. 100 (1942) 7, 8, 9, 11
Taylor v. *Freeland & Kronz*, 112 S. Ct. 1644 (1992) 7
Universal Camera Corp. v. *NLRB*, 340 U.S. 474 (1951) 12
Wisniewski v. *United States*, 353 U.S. 901 (1957) 12
Woodline Motor Freight, Inc. v. *NLRB*, 843 F.2d 285 (8th Cir. 1988) 11-12
Yee v. *City of Escondido*, 112 S. Ct. 1522 (1992) 7

Statute:

National Labor Relations Act § 8(a), 29 U.S.C. 158(a) 5

In the Supreme Court of the United States

OCTOBER TERM, 1992

No. 92-1622

EDWIN R. O'NEILL, ET AL., PETITIONERS

v.

NATIONAL LABOR RELATIONS BOARD, ET AL.

ON PETITION FOR A WRIT OF CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE NINTH CIRCUIT

BRIEF FOR THE NATIONAL LABOR RELATIONS BOARD IN OPPOSITION

OPINIONS BELOW

The opinion of the court of appeals (Pet. App. 158a-175a) is reported at 965 F.2d 1522. The decision and order of the National Labor Relations Board (Pet. App. 3a-17a), including the decision (Pet. App. 18a-113a) and supplemental decision (Pet. App. 113a-133a) of the administrative law judge, is reported at 288 N.L.R.B. 1354.

JURISDICTION

The judgment of the court of appeals was entered on June 5, 1992. A petition for rehearing was denied on December 8, 1992. Pet. App. 178a-179a. On February 24, 1993, Justice O'Connor extended the time for filing a

petition for a writ of certiorari to and including April 7, 1993, and the petition was filed on that date. The jurisdiction of this Court is invoked under 28 U.S.C. 1254(1).

STATEMENT

1. a. This case arises out of the closing and subsequent reopening of a meat processing plant in Fresno, California. Prior to January 1, 1977, the plant was owned and operated by O'Neill Meat Co., 91% of the stock in which was owned by petitioner Edwin R. O'Neill (O'Neill). O'Neill Meat Co. had a long-established collective bargaining relationship with the United Food and Commercial Workers (Butchers) and the Teamsters (collectively, the Unions). Despite having suffered severe financial losses for four successive years, O'Neill negotiated new three-year agreements with the Unions in the fall of 1976. Pet. App. 28a-30a.

Also in late 1976, O'Neill decided to reorganize his meat processing operation as a leasing enterprise in order to take advantage of favorable tax treatment. O'Neill Meat Co. was renamed petitioner Food Equipment Leasing Company (FELC), and petitioner O'Neill Meat Company (OMC) was created to lease the plant from FELC and operate it. Petitioner O'Neill Ltd. was created to perform administrative and bookkeeping services for OMC. Effective January 1, 1977, all of O'Neill Meat Co.'s meat processing employees and drivers were transferred to the payroll of OMC. O'Neill owned 94% of the stock in O'Neill Ltd., which owned 91% of the stock in FELC; FELC owned all the stock in OMC. O'Neill thus continued to hold approximately 90% of the stock of the meat processing enterprise (collectively, the O'Neill Companies). Pet. App. 30a-32a.

The meat processing operation continued to lose money. In August and October of 1977, O'Neill unsuccessfully sought economic concessions from the

Unions. On October 25, 1977, OMC's board of directors, which was chaired by O'Neill, decided to shut down the plant. On October 31, 1977, O'Neill informed the Unions of the planned closure, accusing them of "killing the goose that laid the golden egg," Pet. App. 36a-37a, and indicating that unless the Unions were willing to make economic concessions there would be "no alternative but to lay off our entire work force," *ibid.* No agreement was reached, and OMC ceased slaughtering operations on November 18, 1977. All employees and drivers were laid off by November 23, 1977. On December 8, 1977, the Butchers rejected O'Neill's renewed request for economic concessions. Pet. App. 32a-41a.

b. On December 12, 1977, operations at the meat processing plant resumed. Four companies formed in late 1977 (the New Corporations) were involved in the resumed operations. Fresno Beef Processors, Inc. (FBP) leased the plant from FELC, and was responsible for slaughtering cattle. Don Turner Corporation (DTC) provided the labor for the meat processing operation. Sierra Pacific Meat Company, Inc. (SPM) procured cattle and brokered the finished product. J & E Transport, Inc. (JET) transported the finished product using trucks leased from FELC. O'Neill Ltd. provided accounting and bookkeeping services for the resumed operation, and O'Neill supplied it with cattle. Pet. App. 42a-50a.

To run the plant, DTC hired the plant superintendent and several supervisors previously employed by OMC. DTC implemented a policy of limiting the employment of non-supervisory former OMC employees to 40% of the plant workforce, so that the employees would be unable to "vote the Union back in," Pet. App. 73a. JET also hired former OMC supervisors and drivers, and told its employees that it planned to operate on a non-union basis. Pet. App. 72a-75a.

On January 19, 1978, O'Neill again met with representatives of the Butchers, who asked for an explanation regarding the plant's resumed operations. O'Neill stated that FBP had leased the plant from FELC, but he refused to clarify the relationship between the corporations. O'Neill expressed his opinion that the collective bargaining agreements were inapplicable to the ongoing operations because OMC had not sold, transferred, leased, or maintained the plant following its closure in November of 1977. Pet. App. 41a.

2. The Unions filed unfair labor practice charges with the National Labor Relations Board (Board) in April and May of 1978. In April of 1979, the Board's Regional Director issued an unfair labor practice complaint against petitioners (O'Neill and the O'Neill Companies) and the New Corporations (FBP, DTC, SPM, and JET).

a. The administrative law judge (ALJ) found that, prior to November of 1977, the O'Neill Companies constituted a single employer operating the meat processing plant, and that, after the plant reopened in December of 1977, the New Corporations were the alter egos of that employer. All four of the New Corporations were incorporated in late November and early December of 1977, three of them by the same lawyer who had previously represented O'Neill on other matters. The owners of each of them had previous relationships with both O'Neill and the plant. All of the New Corporations had very small capitalizations, ranging from $1000 to $5000, and none had secured a line of credit from a bank before assuming operation of the plant. Nevertheless, the O'Neill Companies agreed to lease all their equipment and trucks to the New Corporations, and O'Neill contributed $2 million worth of cattle. Pet. App. 43a, 46a-50a, 85a, 162a.

Although formal ownership of the New Corporations was vested in individuals other than O'Neill, the ALJ

found that "O'Neill's equitable interest in the operation, which was conducted at the meat plant after December 12, 1977, is so overwhelmingly dominant * * * that O'Neill's interest was nearly tantamount to ownership." Pet. App. 85a. Based on a "wide variety of circumstances," the ALJ held that "[t]he conclusion that the new entities were mere fronts used by O'Neill and his enterprises to conduct the meat plant operation * * * is the only explanation provided by this record." Pet. App. 87a.

The ALJ bolstered that conclusion with the observation that "O'Neill had become increasingly preoccupied with reducing the financial losses suffered by his business enterprises and that immediately prior to the cessation of operations by OMC, he applied considerable pressure on the labor organizations which represented the meat plant employees to modify the labor agreements which were less than a year old." Pet. App. 88a. As the ALJ found, "the inference is inescapable that the business organizations which operated the meat plant after OMC were primarily an elaborate device designed to avoid the obligations of the labor agreements and the [National Labor Relations] Act." *Ibid.*

The ALJ accordingly concluded that petitioners had engaged in unfair labor practices, in violation of Section 8(a) of the National Labor Relations Act, 29 U.S.C. 158(a). Pet. App. 100a, 105a-106a.

b. The Board affirmed the ALJ's findings. The Board summarized its holding on the alter ego issue as follows: "We base our affirmation on O'Neill's dominance of the corporate entities, on our finding that the entities are largely paper arrangements that do not reflect the business realities, [and on] our finding that O'Neill's individual affairs and those of [the New Corporations] were so intermingled that no distinct corporate boundaries existed." Pet. App. 9a-10a (internal quotation

marks omitted). Because "the O'Neill entities purported to close the meat plant and then reopen it through apparently nonrelated corporations that were, in fact, 'fronts' controlled by the O'Neill entities," Pet. App. 6a, and purported to engage in bargaining that was "a complete and utter sham from start to finish," Pet. App. 11a, the Board agreed with the ALJ that petitioners had engaged in unfair labor practices. The Board ordered petitioners to bargain with the Unions, to adhere to the terms of the collective bargaining agreements, to offer terminated union employees reinstatement to their former or substantially equivalent positions, and to make the employees whole for all losses suffered as a result of their unlawful termination. See Pet. App. 13a-16a.[1]

3. The court of appeals enforced the Board's order, concluding that "the evidence of interrelationship of operations and financial control, coupled with the unusual circumstances surrounding the [New] corporations' formation, the evidence that OMC principals knew the plant closure would be brief, and the evidence of hostility toward labor, constitutes substantial evidence sufficient to support a finding of alter ego." Pet. App. 172a.

ARGUMENT

The alter ego doctrine prohibits employers from avoiding their obligations under the National Labor Relations Act by changing nominal ownership of the

---

[1] The Board also affirmed the ALJ's conclusions that the unfair labor practice charges were timely filed and that O'Neill is individually liable for the labor law violations. Pet. App. 6a-10a. In a separate decision issued the same day, the Board found that petitioners had committed an unfair labor practice by refusing to bargain with the Butchers over the subsequent closing of the meat processing plant in 1981. Pet. App. 151a-152a. The court of appeals affirmed those determinations, Pet. App. 159a, 164a-166a, 172a-174a, which are not at issue in this Court.

business operation. "[W]here the successor corporation is the 'alter ego' of the predecessor, where it is 'merely a disguised continuance of the older employer[,]' * * * the courts have had little difficulty holding that the successor is in reality the same employer and is subject to all the legal and contractual obligations of the predecessor." *Howard Johnson Co.* v. *Detroit Local Joint Executive Bd.*, 417 U.S. 249, 259 n.5 (1974) (quoting *Southport Petroleum Co.* v. *NLRB*, 315 U.S. 100, 106 (1942)). Petitioners' sole contention is that there must be common ownership of the predecessor and successor corporations to support a finding of alter ego status. See Pet. i, 11-19. That argument is without merit.[2]

1. Petitioners rely almost entirely on this Court's statement that "[alter ego] cases involve a mere technical change in the structure or identity of the employing entity, frequently to avoid the effect of the labor laws, without any substantial change in its ownership or management." *Howard Johnson*, 417 U.S. at 259 n.5. From that statement, petitioners conclude that "without [*sic*] any substantial change in ownership, alter ego liability cannot be imposed." Pet. 12. Petitioners' contention is wrong for three reasons.

---

[2] Besides being meritless, petitioners' claim is not properly presented. Petitioners' principal brief in the court of appeals merely noted that the lack of common ownership "distinguishes this case from many of the NLRB's *alter ego* decisions," Pet. C.A. Br. 9, and went on to argue that the Board's determination was not supported by substantial evidence. It was not until petitioners filed a revised petition for rehearing that they contended that common ownership is a controlling factor in determining whether an alter ego relationship exists. The court of appeals denied that petition without reaching the merits of petitioners' contention; this Court should accordingly decline to review that issue. See, *e.g.*, *Taylor* v. *Freeland & Kronz*, 112 S. Ct. 1644, 1649 (1992); cf. *Yee* v. *City of Escondido*, 112 S. Ct. 1522, 1531 (1992).

First, petitioners ignore the fact that the *Howard Johnson* Court referred to "ownership *or management*." 417 U.S. at 259 n.5 (emphasis added). The Court noted that "[t]here is not the slightest suggestion in this case that the sale of the [business operation] by [the predecessor corporation] to [the successor] was in any sense a paper transaction without meaningful impact on the ownership *or operation* of the enterprise." *Ibid.* (emphasis added). Here, the Board specifically found that the New Corporations were "largely paper arrangements that do not reflect the business realities," Pet. App. 9a (quoting *NLRB* v. *Deena Artware, Inc.*, 361 U.S. 398, 403 (1960)), and that O'Neill continued to control the meat processing operation after the reorganization. Pet. App. 9a-10a. The court of appeals found that O'Neill had at least some control over labor relations and was directly involved with the management of plant operations, and that the operations of the New Corporations were strongly interrelated with those of the O'Neill Companies. Pet. App. 170a-171a. Although the New Corporations were nominally owned by third parties, O'Neill retained "control of [the] financial operations" of the meat processing enterprise. Pet. App. 171a-172a.

Second, the *Howard Johnson* Court merely explained why the alter ego doctrine did not apply to the successor corporation in that case, and did not purport to define the contours of that doctrine. For the substantive law of alter ego determinations, the Court referred to *Southport Petroleum*, *supra*, the seminal case in the field. In that case, the Court held that an allegation of separate ownership would not defeat a finding of alter ego liability because it "does not negative either the possibility that the stock in the [successor] corporation represents but an insubstantial part of its total capitalization, with the balance and real control being

held by the [predecessor] corporation or its stockholders, or that its stock was held by straw men." 315 U.S. at 105. The Court contrasted "a *bona fide* discontinuance and a true change of ownership" with a "disguised continuance of the old employer." *Id.* at 106. In this case, the New Corporations had extremely thin capitalizations, were interrelated with the O'Neill Companies, and were controlled to a significant extent by O'Neill. Pet. App. 171a-172a. In short, they were "mere fronts," Pet. App. 87a, for O'Neill's continued operation of the meat processing enterprise.

Third, whether one corporation is the alter ego of another is "a question of fact properly to be resolved by the Board." *Southport Petroleum*, 315 U.S. at 106. In making the alter ego determination, the Board relies on a multi-factor analysis, considering interrelation of operations, centralized control of labor relations, common management, and common ownership or financial control. See, *e.g.*, *Gateway Structures, Inc.* v. *Carpenters 46 N. Cal. Counties Conf. Bd.*, 779 F.2d 485, 488 (9th Cir. 1985); *NLRB* v. *Al Bryant, Inc.*, 711 F.2d 543, 553-554 (3d Cir. 1983); *Carpenters Local Union No. 1846* v. *Pratt-Farnsworth, Inc.*, 690 F.2d 489, 507-508 (5th Cir. 1982); *Advance Electric, Inc.*, 268 N.L.R.B. 1001 (1984).[3] None of the factors alone is controlling, nor is any factor a necessary prerequisite for a finding of alter ego status. See, *e.g.*, *A. Dariano & Sons, Inc.* v. *District Council of*

---

[3] In making the alter ego determination, courts and the Board look to factors similar to those used in deciding whether two or more business entities should be treated as a single employer. See, *e.g.*, *NLRB* v. *Big Bear Supermarkets*, 640 F.2d 924, 928-929 n.5 (9th Cir.), cert. denied, 449 U.S. 919 (1980). This Court has been deferential to the Board's choice of methodology in making such determinations. See *Radio & Television Broadcast Technicians Local Union 1264* v. *Broadcast Serv. of Mobile, Inc.*, 380 U.S. 255, 256 (1965) (per curiam).

Painters No. 33, 869 F.2d 514, 518 (9th Cir. 1989); *NLRB* v. *Allcoast Transfer, Inc.*, 780 F.2d 576, 581 (6th Cir. 1986); *Goodman Piping Products, Inc.* v. *NLRB*, 741 F.2d 10, 11 (2d Cir. 1984); *NLRB* v. *Tricor Products, Inc.*, 636 F.2d 266, 270 (10th Cir. 1980); *MIS, Inc.*, 289 N.L.R.B. 491, 491-492 (1988); *O. Voorhees Painting Co.*, 275 N.L.R.B. 779 (1985).

In keeping with the flexible nature of the alter ego analysis, the courts and the Board have consistently recognized that common ownership is unnecessary to a finding of alter ego status. See, *e.g.*, *NLRB* v. *Omnitest Inspection Servs., Inc.*, 937 F.2d 112, 118 (3d Cir. 1991); *Central States Pension Fund* v. *Sloan*, 902 F.2d 593, 596-597 (7th Cir. 1990); *NLRB* v. *McAllister Bros., Inc.*, 819 F.2d 439, 444-445 (4th Cir. 1987); *Fugazy Continental Corp.* v. *NLRB*, 725 F.2d 1416, 1420 (D.C. Cir. 1984); *J.M. Tanaka Constr., Inc.* v. *NLRB*, 675 F.2d 1029, 1035 (9th Cir. 1982); *American Pac. Concrete Pipe Co.*, 262 N.L.R.B. 1223, 1226 (1982). As the Board has explained:

> The Board has * * * found an alter ego relationship based on substantially identical business purposes, equipment, type of customers, actual joint day-to-day operations, joint labor relations, a favorable lease agreement, and the transient nature of the relationship between the companies. In some instances the criteria have been equated with the basic indicia for finding a "single employer," *i.e.*, interrelation of operations, centralized control of labor relations, common management, and common ownership or financial control, although more must be shown to establish that one organization is the alter ego of another. *We have also found an alter ego relationship to exist even though no evidence of actual common ownership was present.*

District 23, United Mine Workers (Kentucky Lake Dock Co.), 271 N.L.R.B. 461, 461 n.1 (1984) (emphasis added; citations and internal quotation marks omitted).

Indeed, because "alter ego considerations commonly arise * * * when ownership of a signatory [to a collective bargaining agreement] changes hands," *A. Dariano & Sons*, 869 F.2d at 518, a common ownership requirement would allow many employers to escape their legal obligations simply by arranging a formal change in ownership while maintaining control of the operation. Such a "disguised continuance," *Southport Petroleum*, 315 U.S. at 106, is exactly what the alter ego doctrine is designed to prevent.[4]

2. Petitioners err in asserting that the decision below conflicts with decisions of two other courts of appeals. See Pet. 12-15 (discussing *NLRB* v. *Campbell-Harris Elec., Inc.*, 719 F.2d 292 (8th Cir. 1983), and *Amalgamated Meat Cutters* v. *NLRB*, 663 F.2d 223 (D.C. Cir. 1980)). While the cited decisions discussed the importance of the common ownership factor on the facts there presented, other decisions of those courts make clear that "common ownership is *not* an absolute prerequisite to a finding of alter ego status." *Fugazy Continental Corp.* v. *NLRB*, 725 F.2d 1416, 1420 (D.C. Cir. 1984); see also *Woodline Motor Freight, Inc.* v. *NLRB*, 843 F.2d 285, 288-289 (8th Cir. 1988). Indeed, no

---

[4] Petitioners err in contending that the "imposition of alter ego liability in the absence of common ownership would have a substantial chilling effect on otherwise routine asset transfers." Pet. 18. This Court has made clear that where there is "a *bona fide* discontinuance and a true change of ownership," *Southport Petroleum*, 315 U.S. at 106, alter ego liability will not attach. It is only where, as here, there is "a mere technical change in the structure or identity of the employing entity," *Howard Johnson*, 417 U.S. at 259 n.5, that the successor corporation will be held, as an alter ego, to the labor law obligations of its predecessor.

court has adopted petitioners' position that, as a general rule, common ownership is a legal prerequisite to a finding of alter ego status. The flexible and fact-specific nature of the alter ego inquiry necessarily leads the courts to stress different analytical factors depending on the particular facts of the case under consideration. There is no conflict.[5]

3. Stripped of the erroneous premise that common ownership is a necessary prerequisite to a finding of alter ego status, petitioners' argument amounts to nothing more than a claim that the Board's alter ego determination was not supported by substantial evidence because O'Neill did not actually own the New Corporations. See *J.M. Tanaka*, 675 F.2d at 1033 ("A conclusion by the Board that two corporations are alter egos is essentially factual and may not be disturbed if, looking at all the evidence, substantial evidence supports the determination."). The court of appeals correctly rejected that argument, which presents only a fact-bound issue that does not warrant review in this Court. *Universal Camera Corp.* v. *NLRB*, 340 U.S. 474, 490-491 (1951). In any event, the record amply supports the Board's finding, upheld by the court of appeals, that the reorganization of O'Neill's meat processing operations was merely "a paper transaction without meaningful impact on the * * * operation of the enterprise." *Howard Johnson*, 417 U.S. at 259 n.5.

---

[5] For the same reason, petitioners err in suggesting (Pet. 14-15 & n.5) that opinions within the Ninth and D.C. Circuits are inconsistent. In any event, intra-circuit conflicts, even where they exist, do not warrant review in this Court. *Wisniewski* v. *United States*, 353 U.S. 901, 902 (1957).

CONCLUSION

The petition for a writ of certiorari should be denied.

Respectfully submitted.

WILLIAM C. BRYSON
Acting Solicitor General

JERRY M. HUNTER
General Counsel

YVONNE T. DIXON
Acting Deputy General Counsel

NICHOLAS E. KARATINOS
Acting Associate General Counsel

NORTON J. COME
Deputy Associate General Counsel

LINDA SHER
Assistant General Counsel

JOHN EMAD ARBAB
Attorney
National Labor Relations Board

MAY 1993